



# The Atchison, Topeka and Santa Fe Railway Company

A Santa Fe Industries Company

80 East Jackson Boulevard, Chicago, Illinois 60604, Telephone 312/427-4900

October 28, 1981

RECORDATION NO. 6453-F Filed 1425

No.

Date OCT 29 1981

OCT 29 1981 10 15 AM

10:00

Ms. Agatha L. Mergenovich  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

INTERSTATE COMMERCE COMMISSION

Re: Supplement No. 6, dated as of October 1, 1981  
to Equipment Trust Agreement dated  
January 1, 1972

Dear Ms. Mergenovich:

Enclosed herewith for filing with the Commission pursuant to §11303 of Title 49 of the United States Code are two counterparts of Supplement No. 6, dated as of October 1, 1981, between The Atchison, Topeka and Santa Fe Railway Company ("Santa Fe") and Harris Trust and Savings Bank, as Trustee (the "Trustee").

The Supplement has the effect of amending the Equipment Trust Agreement (the "Trust Agreement"), dated as of January 1, 1972, between Santa Fe and the Trustee, creating The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series E. The Trust Agreement was filed and recorded with the Commission on January 5, 1972, and assigned Recordation No. 6453. A previous supplement was filed and recorded on March 14, 1979, and assigned Recordation No. 6453-E.

In accordance with the Supplement, certain items of railroad equipment have been added to the list of equipment included in the Equipment Trust, as follows:

- 2 3000 H.P. Diesel Electric Locomotives  
(Model SD-40-2), General Motors Corporation (Electro-Motive Division), builder;  
Nos. 5170 and 5171

This added equipment will be acquired by the Trustee, will be subjected to all the terms of the Trust Agreement, and will be leased to Santa Fe for the remaining balance of the 15-year term set forth in the Trust Agreement.

For the convenience of the parties, I have also enclosed five additional counterparts of the Supplement, which I would like to have returned bearing the recordation information.

For the Commission's records, the names and addresses of the parties to the Supplement are as follows:

Ms. Agatha L. Mergenovich  
Page Two

Lessee:

The Atchison, Topeka and Santa Fe  
Railway Company  
80 East Jackson Boulevard  
Chicago, Illinois 60604

Trustee:

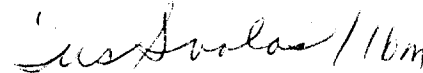
Harris Trust and Savings Bank  
111 West Monroe Street  
Chicago, Illinois 60690

Vendor:

General Motors Corporation  
(Electro-Motive Division)  
9590 West 55th Street  
LaGrange, Illinois 60525

A check in the amount of \$10 is also enclosed in payment  
of the required recordation fee.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Gus Svolos", followed by a forward slash and the initials "lmm".

Gus Svolos  
General Counsel

JQG/LBM/lmm

Enclosures

**Interstate Commerce Commission**

**Washington, D.C. 20423**

**10/29/81**

**OFFICE OF THE SECRETARY**

**Gus Svolos**

**General Counsel**

**The Atchison Topeka and Santa Fe RYW.Co.**

**80 East Jackson Boulevard**

**Chicago, Illinois 60604**

Dear

**Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **10/29/81** at **10:15am**, and assigned recordation number(s). **6453-F**

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

OCT 29 1981 10 15 AM  
INTERSTATE COMMERCE COMMISSION

## EQUIPMENT TRUST, SERIES E

SUPPLEMENT NO. 6, dated as of October 1, 1981, to Equipment Trust Agreement, dated as of January 1, 1972, (the "Agreement") between The Atchison, Topeka and Santa Fe Railway Company (the "Company"), a Delaware corporation, and Harris Trust and Savings Bank (the "Trustee"), an Illinois corporation, whereby The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series E, is created.

WHEREAS, in accordance with Section 4.7 of the Agreement, the Company has from time to time deposited various amounts of cash (the "Replacement Funds") with the Trustee, said amounts representing the Fair Value (as such term is defined in the Agreement) of the railroad equipment included in said Equipment Trust (the "Trust Equipment") which had become worn out, unsuitable for use, lost or destroyed;

WHEREAS, Section 4.9 of the Agreement provides that the Trustee shall hold the Replacement Funds pending the delivery of additional railroad equipment (the "Additional Equipment") to be included in said Equipment Trust; and

WHEREAS, the Company desires to utilize funds remaining in the Deposited Cash account of said Equipment Trust, if any, in acquiring the Additional Equipment.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto agree as follows:

1. In accordance with Section 3.1 of the Agreement, the Company shall cause the following items of new standard gauge railroad equipment (the "Additional Equipment") to be transferred to the Trustee, and hereby assigns to the Trustee all its right, title and interest in the contracts for the construction of the Additional Equipment:

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
2	3000 H.P. Diesel Electric Locomotives, (Model SD-40-2), General Motors Corporation (Electro-Motive Division), builder; Nos. 5170 and 5171	\$956,100	\$1,912,200

2. In accordance with Section 4.1 and 4.2 of the Agreement, the Additional Equipment is hereby included as part of the Trust Equipment, subject to all the terms and conditions of the Agreement in all respects, and the Additional Equipment is hereby leased by the Trustee to the Company.

3. The Agreement is hereby amended by substituting a new Schedule A, revised in accordance with this Supplement, for the present Schedule A. A copy of the revised Schedule A is attached hereto as Exhibit 1.

IN WITNESS WHEREOF, the Company and the Trustee have caused this Supplement to be executed by their respective duly authorized officers and have affixed their duly attested corporate seals, as of the date above written.

THE ATCHISON, TOPEKA AND SANTA FE  
RAILWAY COMPANY

By W. J. Smith  
Executive Vice President

ATTEST:

G. D. Schekel  
Assistant Secretary

(CORPORATE SEAL)

HARRIS TRUST AND SAVINGS BANK  
as Trustee

By P. S. Mason  
Vice President

ATTEST:

C. Pette  
ASSISTANT SECRETARY

(CORPORATE SEAL)

STATE OF ILLINOIS)

) SS

COUNTY OF COOK )

On this 21<sup>st</sup> day of October, 1981, before me personally appeared W. J. Swartz, to me personally known, who, being by me duly sworn, says that he is Executive Vice President of The Atchison, Topeka and Santa Fe Railway Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

T. H. Reimers

Notary Public

(Notarial Seal)

My Commission Expires

**AUGUST 24, 1983**

STATE OF ILLINOIS)

) SS

COUNTY OF COOK )

On this 28<sup>TH</sup> day of October, 1981, before me personally appeared R. G. Mason, to me personally known, who, being by me duly sworn, says that he is Vice President of Harris Trust and Savings Bank, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lavette C. Seay  
Notary Public

Notary Public

(Notarial Seal)

My Commission Expires November 29, 1984

SCHEDULE A

<u>Quantity</u>	<u>Type</u>
35	3600 H.P., Model SD 45-2 diesel electric locomotives, General Motors Corporation (Electro-Motive Division), builder; Nos. 5627-5661, both inclusive
15	3600 H.P., Model U-36-C diesel electric locomotives, General Electric Company, builder; Nos. 8700-8714, both inclusive
25	100-ton covered hopper cars with roller bearing trucks, General American Transportation Corporation, builder; Nos. 310530-310554, both inclusive
100	100-ton air conditioned covered hopper cars with roller bearing trucks, ACF Industries, Incorporated, builder; Nos. 101400-101499, both inclusive
100	50' 100-ton hi-cube box cars with roller bearing trucks and shock control underframe, ACF Industries, Incorporated, builder; Nos. 46000-46099, both inclusive
200	50' 6" 70-ton non-insulated box cars with roller bearing trucks, ACF Industries, Incorporated, builder; Nos. 151500-151699, both inclusive
100	50' 6" 100-ton non-insulated box cars with double plug doors, roller bearing trucks and shock control underframe, ACF Industries, Incorporated, builder; Nos. 151700-151799, both inclusive
200	100-ton open top triple cross hopper cars with roller bearing trucks, Greenville Steel Car Company, builder; Nos. 81750-81949, both inclusive
7	Enclosed Tri-Level Racks, Whitehead & Kales Company, builder, installed upon 89' 4" 70-ton low deck flat cars, Pullman Incorporated (Pullman-Standard Division), builder; Nos. 700160-700166, both inclusive
7	50-ton cabooses with roller bearing trucks, International Car Company, builder; Nos. 999743 to 999749, both inclusive
5	100-ton Woodchip Gondola Cars (Class Ga-202), PACCAR, Inc., builder; Nos. 165745 to 165749, both inclusive
2	3000 H.P., Model SD-40-2 diesel electric locomotives, General Motors Corporation (Electro-Motive Division), builder; Nos. 5170-5171, both inclusive